



BURLINGTON NORTHERN INC.

RECORDATION NO. 5809 Filed 1425

JUL 29 1982

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INTERSTATE COMMERCE COMMISSION, WASHINGTON, D.C.

JUL 29 1 03 PM '82

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Burlington Northern Inc. Equipment Trust of 1970,
Series 1

Dear Secretary Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Agreement dated July 15, 1982, supplementing the above-entitled Trust.

The Equipment Trust Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Equipment Trust of 1970,
Series 1 recorded with the Interstate Commerce
Commission on August 21, 1970 - ICC Recordation No.
5809

A general description of the equipment covered by the enclosed Supplemental Agreement is as follows:

Four (4) 100-ton, 2,200 cubic foot Double Hopper Cars;
Portec, Inc., Rail Car Division, Builder; Road numbers
953884 through 953887, inclusive.

The names and addresses of the parties to the Supplemental Agreement are as follows:

The Chase Manhattan Bank, N.A.
1 New York Plaza, 14th Floor
New York, NY 10081, Trustee

Burlington Northern Railroad Company
(formerly Burlington Northern Inc.)
176 E. Fifth Street
St. Paul, MN 55101

Interstate Commerce Commission

Washington, D.C. 20423

7/29/82

OFFICE OF THE SECRETARY

Anne Van Heusden
Office Manager-Law
Burlington Northern Inc.
1111 Third Avenue
Seattle, Washington 98101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/82 at 1:15pm, and assigned re-recording number(s). 5809-H & 5800-H

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

Executed in 7 Counterparts of
which this Counterpart No. 2

BURLINGTON NORTHERN INC.
EQUIPMENT TRUST OF 1970, SERIES 1

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Supplemental Lease of Equipment INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of the 15th day of July, 1982,
between THE CHASE MANHATTAN BANK (National Association), a
national banking association duly organized and existing
under the laws of the United States of America (hereinafter
called the "Trustee"), party of the first part, and
Burlington Northern Railroad Company (formerly Burlington
Northern Inc.), a corporation duly organized and existing
under the laws of the State of Delaware, party of the second
part,

WHEREAS, by a certain Agreement dated as of
August 1, 1970, executed by The Chase Manhattan Bank
(National Association), Trustee, and the Company, there was
established "Burlington Northern Inc. Equipment Trust of
1970, Series 1"; and

WHEREAS, by the terms of the Lease contained in
Article Five of said Equipment Trust Agreement, between the
parties hereto, the Trustee did lease to the Company the
railroad equipment described in SCHEDULE A to said Equipment
Trust Agreement; and

WHEREAS, certain of the cars included in the rail-
road equipment so described have been destroyed by accident

and the Company pursuant to ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, has deposited in cash with the Trustee, pending replacement of such destroyed equipment the fair value as of the date of destruction of the Trust Equipment destroyed; and

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee, for replacement purposes, title to four (4) 100-ton, 2200 cubic foot Double Hopper Cars bearing Burlington Northern road Nos. BN 953884 through 953887, inclusive, which are to be delivered to the Company as part of the equipment included in said Trust; and

WHEREAS, pursuant to said ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, the parties desire to subject said 100-ton, 2200 cubic foot Double Hopper Cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement dated the 1st day of August, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said four (4) 100-ton, 2200 cubic foot Double Hopper Cars bearing Burlington Northern road Nos. BN 953884 through 953887, inclusive, under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of August, 1970, and the Company does hereby agree to accept delivery and possession of said 100-ton, 2200 cubic foot

Double Hopper Cars thereunder.

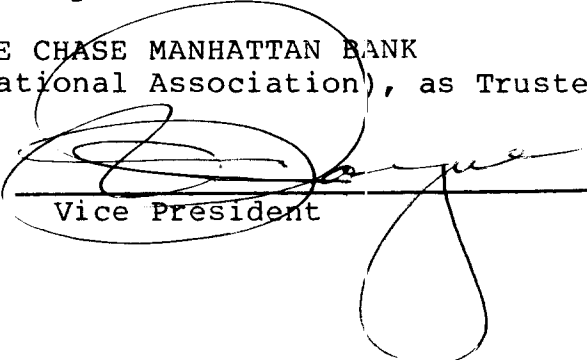
2. Said car Nos. BN 953884 through 953887, inclusive, shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that said Equipment Trust Agreement.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated August 1, 1970, the title to and ownership of said car Nos. BN 953884 through 953887, inclusive, shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK
(National Association), as Trustee

By


Vice President

(SEAL)

ATTEST:


Assistant Secretary

BURLINGTON NORTHERN RAILROAD COMPANY

(SEAL)

By 
Vice President

ATTEST:


Assistant Secretary

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

On this 14th day of July 1982, before me personally appeared J.B. Parrish, to me personally known, who being by me duly sworn, says that he is Vice President of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)


James L. van Ness

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS

On this 20th day of July 1982, before me personally appeared J.A. PAYNE, to me personally known, who being by me duly sworn, says that he is a Vice President of The Chase Manhattan Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



DELLA M. KILLETT
Notary Public, State of New York
No. 24-4659667
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1983